

- (j) Community Educational Television, Inc., licensee of:

Full Power Noncommercial Educational Television Stations

KETH(TV)	Houston, Texas
KITU(TV)	Beaumont, Texas; and,
KLUJ(TV)	Harlingen, Texas.

- (k) National Minority TV, Inc. ("NMTV"), licensee of:

Full Power Television Station^{3/}

KNMT(TV), Portland, Oregon (CP acquired December 19, 1988)

Television Translator Stations

K33DE	Little Rock, Arkansas
K56DZ	Fresno, California
K21DP	Sacramento, California
W40AZ (CP)	Wilmington, Delaware
W22BP (CP)	Thomasville, Georgia ^{2/}
K51EC (CP)	Lake Charles, Louisiana
W18AY	Portland, Maine
W20BA	Massena, New York
W59CH (CP)	Syracuse, New York
W24BK	Columbus, Ohio
W46BX	Toledo, Ohio
W68CD	Toledo, Ohio
W62BV	Charlotte, North Carolina
W51BR (CP)	Columbia, South Carolina
W66CA (CP)	Spartanburg, South Carolina
K20DM (CP)	Amarillo, Texas
K53EN (CP)	Temple, Texas
K26DL (CP)	Wichita Falls, Texas
K36CJ	Salt Lake City, Utah
W45AZ (CP)	Charleston, West Virginia
W19BK	Huntington, West Virginia

^{3/} NMTV was also the licensee of KMLM-TV, Odessa, Texas from June 30, 1987 through April 5, 1991.

^{2/} Previously reported as W38BP, Panama City, Florida.

Applicant for**/

Channel 26

Channel 26

Channel 58

Channel 67

Geneva, New York

Scranton, Pennsylvania

Charlottesville, Virginia

Richmond, Virginia

3. Jane Duff, an officer of TBF, is also an officer and a director of National Minority TV, Inc.; Community Educational Television, Inc.; and, Jacksonville Educators Broadcasting, Inc. Mrs. Duff is also an officer (assistant secretary) of: Trinity Christian Center of Santa Ana, Inc., d/b/a Trinity Broadcasting Network; Trinity Broadcasting of Oklahoma City, Inc.; Trinity Broadcasting of Denver, Inc.; Trinity Broadcasting of Washington; Trinity Broadcasting of Indiana, Inc.; Trinity Broadcasting of New York, Inc.; Trinity Broadcasting of Arizona, Inc.; and, Trinity Broadcasting of Texas, Inc.

4. Janice W. Crouch, a director and vice president of TBF, is also an officer and director of: Trinity Christian Center of Santa Ana, Inc., d/b/a Trinity Broadcasting Network; Community Educational Television, Inc.; Jacksonville Educators Broadcasting, Inc.; Trinity Broadcasting of Arizona, Inc.; Trinity Broadcasting of Denver, Inc.; Trinity Broadcasting of Indiana, Inc.; Trinity Broadcasting of New York, Inc.; Trinity Broadcasting of Oklahoma City, Inc.; Trinity Broadcasting of Texas, Inc.; and, Trinity Broadcasting of Washington.

**/ Previously reported application for channel 60, Knoxville, Tennessee was returned by the Commission for technical defects.

5. Norman G. Juggert, a secretary-treasurer and director of TBF, is also an officer and director of: Trinity Christian Center of Santa Ana, Inc., d/b/a Trinity Broadcasting Network; Trinity Broadcasting of Arizona, Inc.; Trinity Broadcasting of Denver, Inc.; Trinity Broadcasting of Indiana, Inc.; Trinity Broadcasting of New York, Inc.; Trinity Broadcasting of Oklahoma City, Inc.; Trinity Broadcasting of Texas, Inc.; Trinity Broadcasting of Washington; Jacksonville Educators Broadcasting, Inc.; and, Community Educational Television, Inc.

6. Messrs. Matthew Crouch, Terrence M. Hickey and Allan Brown are officers (assistant secretaries) but not directors of the same corporations as Dr. Paul Crouch, except Matthew Crouch is not an officer of NMTV.

SUPPORTING DECLARATION

I, Paul F. Crouch, hereby swear under penalty of perjury of the laws of the United States and the State of California, that the foregoing "DIVERSIFICATION AND MEDIA INTERESTS OF THE OFFICERS AND DIRECTORS OF TRINITY BROADCASTING OF FLORIDA, INC.," consisting of 10 pages, was prepared under my direction for submission to the Federal Communications Commission in connection with MM Docket NO. 93-75, *Trinity Broadcasting of Florida, Inc., et al.*, and that this material is true and accurate to the best of my knowledge and belief.

EXECUTED this 10 day of November 1993.

By: Paul F. Crouch
Paul F. Crouch

CERTIFICATE OF AMENDMENT

to

TRINITY BROADCASTING NETWORK OF FLORIDA, INC.

We the undersigned, president and secretary respectively of Trinity Broadcasting Network of Florida, Inc., do hereby certify that a Special Meeting of the Board of Directors of this corporation was held in Tustin, California on January 23, 1980 at 10 a.m. at which meeting a majority of the directors of the Board of Directors were present and the following resolution was unanimously adopted:

BE IT RESOLVED that Article I of the Articles of Incorporation of Trinity Broadcasting Network of Florida, Inc., is hereby amended to be read as follows:

ARTICLE I

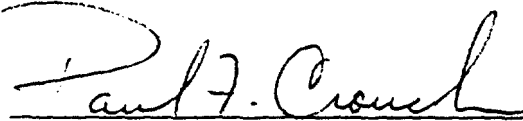
NAME

The name of this corporation shall be TRINITY BROADCASTING OF FLORIDA, INC.

NOW THEREFORE, the undersigned, Paul F. Crouch and Norman C. Juggert, president and secretary, respectively, of the corporation, do hereby certify that the above amendment to the Articles of Incorporation of Trinity Broadcasting Network of Florida, Inc., was duly recommended to the Board of Directors at the Special Meeting of the Board of Directors and that said amendment was unanimously adopted as set forth above.

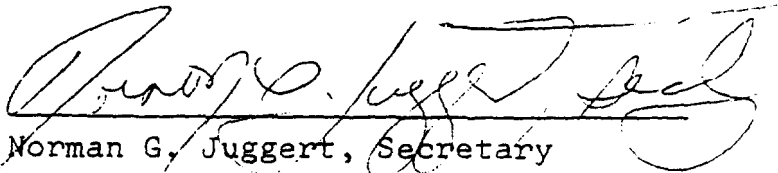
In testimony whereof the president and secretary do hereby sign their names and make this certificate on this 23rd day of January, 1980.

Trinity Broadcasting of Florida, Inc.



Paul F. Crouch, President

ATTEST:



Norman G. Juggert, Secretary

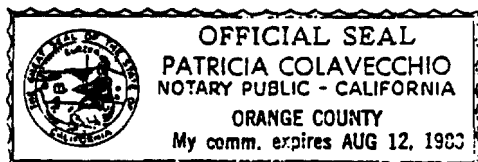
STATE OF CALIFORNIA)
COUNTY OF ORANGE)

I, the undersigned a Notary Public in and for the State and County aforesaid, hereby certify that before me personally appeared Paul F. Crouch and Norman G. Juggert, president and secretary respectively of Trinity Broadcasting of Florida, Inc. (formerly Trinity Broadcasting Network of Florida, Inc.), a corporation organized under the laws of the State of Florida, to me well known and known to be the persons described in and who executed the foregoing instrument as such corporate officers and acknowledged before me that they executed the same in the name of and for and on behalf of said corporation for the purposes therein expressed and that the seal affixed thereto is the corporate seal of said corporation and that said instrument is the act and deed of said corporation.

Witness my hand and official seal this 23rd day of January, 1980.

Patricia Colavecchio

Notary Public
My Commission expires August 12, 1983



(seal)

State of Florida



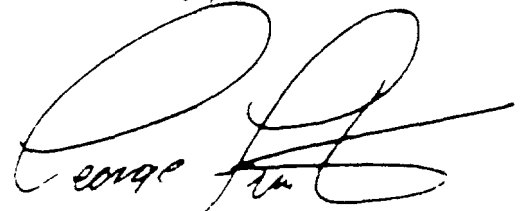
Department of State

I certify that the attached is a true and correct copy of Articles of Incorporation, as amended to date of TRINITY BROADCASTING OF FLORIDA, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.



CER 101 Rev. 5-79

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
25th day of January, 1980.

A stylized, handwritten signature in dark ink, appearing to read "George Firestone".

George Firestone
Secretary of State

ARTICLES OF INCORPORATION
OF
TRINITY BROADCASTING NETWORK OF FLORIDA, INC.
(a corporation not for profit)

ARTICLE I

NAME

The name of this corporation shall be TRINITY BROADCASTING NETWORK OF FLORIDA, INC.

ARTICLE II

PURPOSES

The purposes for which this corporation is formed are:

A. The specific and primary purpose is to operate a Christian broadcasting system.

B. The general purposes and powers are:

(1) To engage in all forms of Christian broadcasting activity including, but not limited to, television, AM and FM radio, microwave communication, closed circuit television, cable television and subscription broadcasts.

(2) To syndicate and distribute radio and television programs.

(3) To be obedient to the Great Commission as recorded in Matthew 28: 18-20, "And Jesus came and spoke unto them saying, All power is given unto me in heaven and in earth. So go therefore and teach all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit: Teaching them to observe all things whatsoever I have commanded you: and lo I am with you always, even unto the end of the world."

(4) To solicit, collect, receive and acquire contributions, gifts, legacies, bequests and endowments, consisting of money and property, whether real, personal or mixed.

(5) To buy, lease, rent or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, or otherwise dispose of any and all kinds of real property, whether real, personal or mixed, and to receive property by devise or bequest.

(6) To borrow money and to contract debts, to issue bonds, notes, and other evidences of indebtedness, and to secure them by any or all of the property of this corporation or to issue them unsecured.

(7) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, and without limit on amount, with any person, firm or corporation.

(8) To have and to exercise all the powers conferred on nonprofit corporations by Chapter 617, Florida Statutes, as that law is now in effect or may at any time hereafter be amended.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Paragraph A of this Article II, and nothing contained in the foregoing statement of purposes shall be construed to authorize the corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to any of its members as such.

ARTICLE III

MEMBERSHIP

The membership of this corporation shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Lord and Savior, who is willing to subscribe to the policies of this corporation, and who is approved by the Board of Directors.

The members of this corporation shall be those persons who from time to time are the members of the Board of Directors of this corporation. Members shall be elected at annual meetings.

ARTICLE IV

PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation in a proceeding to which the Attorney General is a party.

ARTICLE V

ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying propaganda against the government, or otherwise attempting to influence legislation, and the corporation shall not participate in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII

SUBSCRIBERS

The names and addresses of the persons who are the subscribers to these Articles of Incorporation are:

Melvin R. Horne
Route 1, Box 165-B
Quincy, Florida 32351

S. Jack Carrouth
2118 West Randolph Circle
Tallahassee, Florida 32312

Edward S. Jaffry
3014 Middlebrooks Circle
Tallahassee, Florida 32312

ARTICLE VIII

OFFICERS

The officers of this corporation shall be a President, a Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, a Vice-President, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be approved by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as such officer and either the President or Chairman of the Board. The affairs of the corporation will be managed by the officers.

The officers of this corporation shall be chosen by the Board of Directors at the first annual meeting and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

The initial officers of this corporation, who shall serve until their successors are elected, shall be:

President

PAUL F. CROUCH
1973 Point Chelsea Place
Newport Beach, California 92660

Secretary and Chief
Financial Officer

NORMAN G. JUGGERT
24612 Shadowfax
El Toro, California 92630

ARTICLE IX

DIRECTORS

The number of persons constituting the first Board of Directors of this corporation shall not be less than three (3). The names and addresses of the persons who shall serve as the initial Board of Directors until their successors are elected shall be as follows:

PAUL F. CROUCH
1973 Point Chelsea Place
Newport Beach, California 92660

NORMAN G. JUGGERT
24612 Shadowfax
El Toro, California 92630

TERRY HICKEY
2442 Michelle Drive
Tustin, California 92680

ARTICLE X

AMENDMENTS

The Articles of Incorporation and the By-Laws of this corporation may be adopted, amended or repealed from time to time by a majority decision of the Directors present at a meeting of the Board of Directors duly held at which a quorum is present.

ARTICLE XI

RESIDENT AGENT

The resident agent of this corporation shall be MELVIN R. HORNE, 800 Barnett Bank Building, Tallahassee, Florida 32302.

IN WITNESS WHEREOF, the undersigned, being the persons
hereinabove named as subscribers, have executed these Articles
of Incorporation this 31st day of December, 1979.

Melvin R. Horne
MELVIN R. HORNE

S. Jack Carrouth
S. JACK CARROUTH

Edward S. Jaffry
EDWARD S. JAFFRY

STATE OF FLORIDA)
 : ss.
COUNTY OF LEON)

I HEREBY CERTIFY that on this 31st day of December, 1979,
before me personally appeared MELVIN R. HORNE, S. JACK CARROUTH and
EDWARD S. JAFFRY and acknowledged the execution of the foregoing
Articles of Incorporation.

(S E A L)

Orinda J. Lewis
Notary Public
State of Florida at Large

My commission expires:

Notary Public, State of Florida at Large.
My Commission Expires Mar. 20, 1981.

BY-LAWS
of
TRINITY BROADCASTING OF FLORIDA, INC.

I

Principal Office

The principal office for the transaction of the business of the corporation is fixed and located at 800 Barnett Bank Building, Tallahassee, Leon County, Florida. The Board of Directors may at any time from time to time change the location of the principal office from one location to another.

II

Membership

Section 1 - Qualifications

The membership of this corporation shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Lord and Savior, who is willing to subscribe to the policies of this corporation, and who is approved by the Board of Directors.

Section 2 - Members

The members of this corporation shall be the persons who from time to time are the members of the Board of Directors of this corporation. Death, resignation, or removal of any director as provided in these By-Laws automatically terminates his membership as a member of this corporation. Election of a successor director as provided in these By-Laws shall operate to elect that director to membership in this corporation.

Section 3 - Termination of Membership

The membership of any member except a member holding the office of President, shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The death of the member.
- (c) The determination by a majority of the Board of Directors that such termination would be in the best interests of the corporation. Such a determination by a majority of the directors may be without cause.

BY-LAWS OF TRINITY BROADCASTING OF FLORIDA, INC.

The membership of a member holding the office of President shall terminate upon occurrence of any of the following events:

- (a) The resignation of such member.
- (b) The death of such member.
- (c) The determination by a majority of the Board of Directors that such member:
 - 1. Has failed in a material and serious degree to observe Biblical moral standards;
 - 2. Is suffering from a mental or physical disability to a degree that substantially hinders the performance of his corporate duties; or
 - 3. Has habitually neglected or mishandled his corporate responsibilities to the extent that the normal operations of the corporation are substantially hindered.

Following the determination that such member holding the office of President should be terminated as a member, the following procedure should be implemented:

(a) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee. The notice to the member of his proposed expulsion shall state the date, time, and place of the hearing on his proposed expulsion.

(c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(d) The expulsion committee shall be composed of three persons. One committee member shall be appointed by those directors who voted in favor of terminating the President's membership. One committee member shall be appointed by the President. The committee members so appointed shall select a third committee member. All members of the expulsion committee shall be believing and confessing Christians, who acknowledge and accept Jesus Christ as Lord and Savior.

Termination of membership of any member as provided herein shall also constitute termination of such member as a director and, where applicable, as an officer of this corporation.

BY-LAWS OF TRINITY BROADCASTING OF FLORIDA, INC.

Section 4 - Manner of Resignation

Except as provided herein, any member may resign, which resignation shall be effective upon giving written notice to the chairman of the Board, the president, and the secretary of the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation became effective. No member may resign if the corporation would then be left without a duly elected director in charge of its affairs, or would otherwise be jeopardized before the law.

III

Directors

Section 1 - Powers

A. Subject to the provisions of the Florida Nonprofit Corporation Law and any limitations in the Articles of Incorporation, Certificates of Amendment to the Articles of Incorporation, and these By-Laws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

B. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

1. Select and remove all officers of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, with Certificates of Amendment to the Articles of Incorporation, and with these By-Laws; and fix their compensation.
2. Change the principal executive office or the principal business office in the State of Florida from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Florida; and designate any place within or outside the State of Florida for the holdings of any Board of Directors' meeting or meetings, including annual meetings.
3. Adopt, make, and use a corporate seal; and alter the form of the seal.
4. Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds

BY-LAWS OF TRINITY BROADCASTING OF FLORIDA, INC.

of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2 - Number and Qualification of Directors

The authorized number of directors shall be no more than five (5) members and at least three (3) members until the number of directors is changed by amendment to these By-Laws.

Section 3 - Election and Term of Office of Directors

The term of office of each director shall be three (3) years or until his successor is elected.

Directors shall be elected as necessary at annual meetings; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at a special meeting. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may succeed themselves.

Section 4 - Vacancies

A. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the termination of any director's membership as provided in Article II, Section 3, of these By-Laws.

B. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5 - Place of Meetings; Meetings By Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of Florida. In the absence of specific designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of Florida that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

BY-LAWS OF TRINITY BROADCASTING OF FLORIDA, INC.

Section 6 - Annual Meeting

At each annual meeting, the Board of Directors shall elect officers and directors where required and shall transact other business. Notice of this meeting shall not be required.

Section 7 - Regular Meetings

Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 8 - Special Meetings

A. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or any two directors.

B. Notice.

1. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

2. Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegram shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the hearing.

3. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

4. If action is proposed to be taken at any meeting to remove a director, amend the Articles of Incorporation, or voluntarily dissolve the corporation, the notice shall always state the general nature of the proposal.

Section 9 - Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article III. Every act or decision

BY-LAWS OF TRINITY BROADCASTING OF FLORIDA, INC.

done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the Florida Nonprofit Corporation Law, especially those provisions relating to (a) a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10 - Waiver Of Notice

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11 - Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12 - Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13 - Action Without Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the boards.

Section 14 - Proxies

A. Every person entitled to vote shall have the right to

BY-LAWS OF TRINITY BROADCASTING OF FLORIDA, INC.

do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact.

B. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (a) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the Florida Nonprofit Corporation Law.

C. In any election of directors, any form of proxy that is marked by a member "withhold," or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

D. Any proxy concerning matters requiring a vote of the members of an amendment to the articles of incorporation; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets; the merger with another corporation or the amendment of a merger agreement; or the voluntary dissolution of the corporation shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

E. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

Section 15 - Fees And Compensation Of Directors

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the board of directors to be just and reasonable.

BY-LAWS OF TRINITY BROADCASTING OF FLORIDA, INC.

IV

Committees

Section 1 - Committees of Directors

The president may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which, under the Nonprofit Corporation Law of Florida, also requires members' approval;
- (b) fill vacancies on the board of directors or in any committee;
- (c) fix compensation of the directors for serving on the board or on any committee;
- (d) amend or repeal bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the board of directors or the members of these committees;
- (g) expend corporate funds to support a nominee for director;
- (h) approve any transaction (1) to which the corporation is a part and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2 - Meetings And Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its

BY-LAWS OF TRINITY BROADCASTING OF FLORIDA, INC.

members, except that the time for regular meetings of committees may be determined either by the president or by resolution of the board of directors, or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The president or the board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

V

Officers

Section 1 - Officers

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

Section 2 - Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article V, shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3 - Subordinate Officers

The president, subject to ratification of the board of directors, may appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

Section 4 - Removal Of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of

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the board, except the President, who may not be removed except in accordance with Article II, Section 3.

Section 5 - Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6 - Vacancies In Offices

A vacancy in any office because of death, resignation, removal, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

Section 7 - Responsibilities of Officers

A. Chairman of the board. If such an officer be elected, the chairman of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph B, below.

B. President. Subject to such supervisory powers as may be given by the board of directors to the chairman of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. The president shall have the power to select and remove all agents and employees of the corporation. He shall preside at all meetings and, in the absence of the chairman of the board, or if there be none, at all meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

C. Vice presidents. In the absence of disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president, and when so acting shall have all the power of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the chairman of the board.